

## **ATTACHMENT 2**

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

EIGHTY-SECOND MONTHLY APPLICATION OF  
BEVERIDGE & DIAMOND, P.C.  
FOR COMPENSATION FOR SERVICES RENDERED AND  
REIMBURSEMENT OF EXPENSES  
AS COUNSEL TO THE DEBTORS FOR THE  
PERIOD FROM AUGUST 1, 2012 THROUGH AUGUST 31, 2012

Name of Applicant:	Beveridge & Diamond, P.C.
Authorized to Provide Professional Services to:	Debtors and Debtors in Possession
Date of Retention:	May 12, 2005
Period for which Compensation and Reimbursement is Sought:	August 1, 2012 through August 31, 2012
Amount of Compensation Sought as Actual, Reasonable and Necessary:	\$86,536.12
Amount of Expense Reimbursement Sought as Actual, Reasonable and Necessary:	\$279.07

This is a:     XX     monthly     \_\_\_\_\_ interim     \_\_\_\_\_ final application.

<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc., E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

PRIOR APPLICATIONS FILED:

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
12/05	10/1/05 – 10/31/05	\$13,486.25	\$ 337.02	\$13,486.25	\$ 337.02
2/06	11/1/05 – 11/30/05	\$46,587.50 <sup>2</sup>	\$ 57.62	\$46,587.50 <sup>3</sup>	\$ 57.62
2/06	12/1/05 – 12/31/05	\$ 5,726.25 <sup>4</sup>	\$1,308.41	\$ 5,726.25 <sup>5</sup>	\$1,308.41
3/06	1/1/06 – 1/31/06	\$11,187.50	\$ 173.56	\$11,187.50	\$ 173.56
4/06	2/1/06 – 2/28/06	\$16,106.25	\$ 156.33	\$16,106.25	\$ 156.33
5/06	3/1/06 – 3/31/06	\$11,377.50	\$ 70.33	\$11,377.50	\$ 70.33
6/06	4/1/06 -- 4/30/06	\$13,693.75	\$ 356.81	\$13,693.75	\$ 356.81
8/06	5/1/06 -- 5/31/06	\$28,261.25	\$ 227.37	\$28,261.25	\$ 227.37
9/13/06	6/1/06 -- 6/30/06	\$10,103.75	\$ 285.26	\$10,103.75	\$ 285.26
9/13/06	7/1/06 -- 7/31/06	\$ 4,307.50	\$ 14.21	\$ 4,307.50	\$ 14.21
9/25/06	8/1/06 -- 8/31/06	\$4,812.50	\$ 131.31	\$4,812.50	\$ 131.31
10/30/06	9/1/06 -- 9/30/06	\$16,988.75	\$ 287.83	\$16,988.75	\$ 287.83
12/1/06	10/1/06 -- 10/31/06	\$19,348.25	\$ 210.02	\$19,348.25	\$ 210.02
1/11/07	11/1/06 - 11/30/06	\$34,281.25	\$ 425.47	\$34,281.25	\$ 425.47
3/7/07	12/1/06 - 12/31/06	\$43,924.00	\$ 338.42	\$43,924.00	\$ 338.42
3/7/07	1/1/07 - 1/31/07	\$51,760.00	\$ 211.32	\$51,760.00	\$ 211.32
6/4/07	2/1/07 - 2/28/07	\$36,245.00	\$ 94.79	\$36,245.00	\$ 94.79
6/4/07	3/1/07 - 3/31/07	\$33,840.00	\$ 480.06	\$33,840.00	\$ 480.06
6/18/07	4/1/07-4/30/07	\$35,377.50	\$ 514.32	\$35,377.50	\$ 514.32
6/18/07	5/1/07 - 5/31/07	\$17,681.25	\$ 389.29	\$17,681.25	\$ 389.29
8/23/07	6/1/07 - 6/30/07	\$22,225.00	\$ 133.35	\$22,225.00	\$ 133.35
10/11/07	7/1/07-7/31/07	\$31,450.00	\$ 248.66	\$31,100.00	\$ 248.66
10/11/07	8/1/07 - 8/31/07	\$30,497.50	\$ 567.93	\$29,875.50	\$ 567.93
10/19/07	9/1/07 - 9/30/07	\$18,575.00	\$ 311.53	\$18,575.00	\$ 311.53
1/2/08	10/1/07 – 10/31/07	\$7,217.50	\$ 791.76	\$7,217.50	\$ 791.76
1/2/08	11/1/07-11/30/07	\$5,200.00	\$ 111.41	\$5,200.00	\$ 111.41
4/29/08	12/1/07-12/31/07	\$8,670.00	\$ 142.43	\$8,670.00	\$ 142.43
4/29/08	1/1/08 – 2/28/08	\$19,480.00	\$ 74.16	\$19,480.00	\$ 74.16
5/5/08	3/1/08-3/31/08	\$6,320.00	\$ 81.38	\$6,320.00	\$ 81.38
6/23/08	4/1/08-4/30/08	\$5,358.00	\$ 54.14	\$5,358.00	\$ 54.14
7/21/08	5/1/08-5/31/08	\$32,068.00	\$ 19.86	\$32,068.00	\$ 19.86
9/3/08	6/1/08 – 6/30/08	\$39,793.00	\$ 1,384.81	\$39,793.00	\$ 1,384.81

<sup>2</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>3</sup> The original Application filed 2/06 requested fees in the amount of \$43,662.50 and Expenses in the amount of \$57.62. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$46,587.50.

<sup>4</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

<sup>5</sup> The original application filed 2/06 requested fees in the amount of \$5,238.75 and Expenses in the amount of \$1,308.41. Amendment of this application is pending and will correct the amount of the requested fees which should have been \$5,726.25.

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
9/15/08	7/1/08-7/31/08	\$89,644	\$273.65	\$89,644	\$273.65
11/14/08	8/1/08-8/31/08	\$50,539.50	\$224.70	\$50,539.50	\$224.70
11/14/08	9/1/08 - 9/30/08	3,905.50	\$986.54	3,905.50	\$986.54
2/6/09	10/1/08 - 10/31/08	1,360.00	\$365.78	1,360.00	\$365.78
2/6/09	11/1/08 - 11/30/08	\$920.00	\$524.75	\$920.00	\$524.75
3/24/09	12/1/08 - 12/31/08	\$2,702.50	\$11.37	\$2,702.50	\$11.37
3/30/09	1/1/09 - 1/31/09	\$25,585.00	\$1.40	\$25,585.00	\$1.40
4/21/09	2/1/09 - 2/28/09	\$39,237.00	\$516.80	\$39,237.00	\$516.80
4/30/09	3/1/09 - 3/31/09	\$ 8,128.00	\$ 46.35	\$ 8,128.00	\$ 46.35
7/7/09	4/1/09 - 4/30/09	\$ 80,837.00	\$1,411.58	\$ 80,837.00	\$1,411.58
7/20/09	5/1/09 - 5/31/09	\$ 80,837.00	\$ 1,411.58	\$ 80,837.00	\$ 1,411.58
9/2/09	6/1/09 - 6/30/09	\$38,481.50	\$ 888.98	\$38,481.50	\$ 888.98
9/15/09	7/1/089 - 7/31/09	\$6,972.00	\$ 534.11	\$6,972.00	\$ 534.11
10/1/09	8/1/09 - 8/31/09	\$1,991.50	\$ 5.80	\$1,991.50	\$ 5.80
11/2/09	9/1/09 - 9/30/09	\$ 6,836.00	\$ 53.92	\$ 6,836.00	\$ 53.92
12/9/09	10/1/09 - 10/31/09	\$ 15,246.00	\$ 75.86	\$ 15,246.00	\$ 75.86
1/4/10	11/1/09 - 11/30/09	\$ 14,828.50	\$ 56.80	\$ 14,828.50	\$ 56.80
2/3/10	12/1/09 - 12/31/09	\$ 7,224.00	\$ 84.20	\$ 7,224.00	\$ 84.20
3/31/10	1/1/10 - 1/31/10	\$ 2,778.00	\$ 36.85	\$ 2,778.00	\$ 36.85
3/31/10	2/1/10 - 2/28/10	\$ 4,449.50	\$12.27	\$ 4,449.50	\$12.27
5/17/10	3/1/10 - 3/31,2010	\$ 24,367.50	\$11.00	\$ 24,367.50	\$11.00
7/1/10	4/1/10 - 4/30/10	\$ 10,250.00	\$ 82.97	\$ 10,250.00	\$ 82.97
7/1/10	5/1/10 - 5/31/10	\$ 3,476.00	\$ 23.86	\$ 3,476.00	\$ 23.86
8/16/10	6/1/10 - 6/30/10	\$ 24,234.00	\$ 19.20	\$ 24,234.00	\$ 19.20
8/30/10	7/1/10 - 7/31/10	\$ 20,113.50	\$ 18.28	\$ 20,113.50	\$ 18.28
10/25/10	8/1/10 - 8/31/10	\$2,986.00	\$ 235.07	\$2,986.00	\$ 235.07
11/9/10	9/1/10 - 9/30/10	\$25,288.00	\$ 251.36	\$25,288.00	\$ 251.36
12/17/10	10/1/10 - 10/31/10	\$13,119.50	\$ 352.94	\$13,119.50	\$ 352.94
1/10/11	11/1/10 - 11/30/10	\$ 13,940.00	\$ 50.56	\$ 13,940.00	\$ 50.56
3/3/11	12/1/10 - 12/31/10	\$ 18,381.47	\$ 46.47	\$ 18,381.47	\$ 46.47
4/5/11	1/1/11 - 1/31/11	\$ 4,046.00	\$129.34	\$ 4,046.00	\$129.34
4/5/11	2/1/11 - 2/28/11	\$ 9,082.00	\$ 0.20	\$ 9,082.00	\$ 0.20
5/31/11	3/1/11 - 3/31/11	\$ 5,617.50	\$ 21.36	\$ 5,617.50	\$ 21.36
6/13/11	4/1/11 - 4/30/11	\$ 5,612.00	\$ 96.75	\$ 5,612.00	\$ 96.75
7/8/11	5/1/11 - 5/31/11	\$10,248.00	\$ 16.76	\$10,248.00	\$ 16.76
9/14/11	6/1/11 - 6/30/11	\$ 22,223.50	\$ 20.40	\$ 22,223.50	\$ 20.40
9/14/11	7/1/11 - 7/31/11	\$ 9,342.00	\$ 94.66	\$ 9,342.00	\$ 94.66
9/29/11	8/1/11 - 8/31/11	\$31,785.50	\$268.57	\$31,785.50	\$268.57
11/16/11	9/1/11 - 9/30/11	\$ 8,447.50	\$341.60	\$ 8,447.50	\$341.60
12/1/11	10/1/11 - 10/31/11	\$11,621.00	\$55.64	Pending	Pending
12/27/11	11/1/11 - 11/30/11	\$ 14,634.50	\$ 56.70	Pending	Pending
3/26/12	12/1/11 - 12/31/11	\$82,764.50	\$ 94.75	Pending	Pending
3/26/12	1/1/12 - 1/31/12	\$151,022.60	\$322.03	Pending	Pending
5/24/12	2/1/12 - 2/29/12	\$102,163.92	\$337.47	Pending	Pending

Date Filed	Period Covered	Requested Fees	Requested Expenses	Approved Fees	Approved Expenses
5/31/12	3/1/12 – 3/31/12	\$75,252.72	\$5,424.17	Pending	Pending
5/31/12	4/1/12 – 4/30/12	\$65,693.98	\$276.11	Pending	Pending
7/10/12	5/1/12 – 5/31/12	\$67,685.32	\$7,598.67	Pending	Pending
	6/1/12 – 6/30/12	\$ 100,573.94	\$ 56.90	Pending	Pending
	7/1/12 – 7/31/12	\$126,281.50	\$358.82	Pending	Pending

B&D PROFESSIONALS<sup>6</sup>

Name of Professional Individual	Position of the Applicant, Number of years in that Position, Prior Relevant Experience, Year of Obtaining License to Practice, Area of Expertise	Hourly Billing Rate (including changes)	Total Hours Billed	Total Compensation
Pamela D. Marks	Principal; Joined Firm 1997; Member MD Bar since 1986	\$469.20	66.50	\$31,201.80
Karl S. Bourdeau	Principal; Joined Firm 1980; Member DC bar since 1978	\$657.80	14.80	\$9,735.44
Robert Brager	Principal; Joined Firm 1981; Member NY bar since 1980	\$657.80	23.50	\$15,458.30
Elizabeth A. Wolk	Paralegal	\$179.40	2.40	\$430.56
Jayni Lanham	Associate; Joined Firm 2008; Member MD Bar since 2008	\$303.60	10.20	\$3,096.72
Sarah E. Albert	Associate; Joined Firm 2006; Member MD Bar since 2005	\$349.60	49.10	\$17,165.36
Thomas P. Kolkin	Summer Associate	\$202.40	8.80	\$1,781.12
Denise Paul	Paralegal	\$179.40	15.50	\$2,780.70
Lindsey Selba	Associate; Joined Firm 2010; Member MD Bar since 2010	\$257.60	5.80	\$1,494.08
Toren Elsen	Paralegal	\$142.60	4.90	\$698.74
Richard S. Davis	Principal; Joined Firm 1981; Member MD Bar since 1980	\$547.40	1.50	\$821.10
Mark N. Duvall	Principal; Joined Firm 2008; Member DC Bar since 1978	\$506.00	3.70	\$1,872.20

Fees: \$ 86,536.12  
 Total Hours: 206.70  
 Blended Rate: \$ 419.00

<sup>6</sup> These amounts are the sum total from all of the invoices attached hereto.

TASK CODE SUMMARY

Project Category	Total Hours	Total Fees Requested
Litigation and Litigation Consulting	206.70	\$86,536.12


EXPENSE SUMMARY<sup>7</sup>

Expense Category	Service Provider (if applicable) <sup>8</sup>	Total Expense
Photocopying		\$28.00
Postage		\$6.91
Long Distance Telephone		\$49.49
Meals	Meals during client meetings (on multiple days)	\$160.04
Travel	Amtrak tickets and parking, travel to DC for client meeting (July)	\$23.00
Messenger Service		\$8.53
Express Delivery	UPS	\$3.10

WHEREFORE, Beveridge & Diamond, P.C. respectfully requests that, for the period August 1, 2012 through August 31, 2012, an interim allowance be made to Beveridge & Diamond, P.C. for compensation in the amount of \$86,536.12 and actual and necessary expenses in the amount of \$279.07 for a total allowance of \$86,815.19 and payment of \$69,228.90 (80% of the allowed fees) and reimbursement of \$279.07 (100% of the allowed expenses) be authorized for a total payment of \$69,507.97 and for such other and further relief as this Court may deem just and proper.

Dated: October 12, 2012

BEVERIDGE & DIAMOND, P.C.



Pamela D. Marks  
201 N. Charles Street, Suite 2210  
Baltimore, MD 21201  
Telephone: 410-230-1315

<sup>7</sup> These amounts are the sum total of the disbursements as shown on all of the invoices attached hereto.

<sup>8</sup> B&D may use one or more service providers. The service providers identified herein below are the primary service providers for the categories described.

Facsimile: 410-230-1389  
Counsel for Debtors and Debtors in Possession

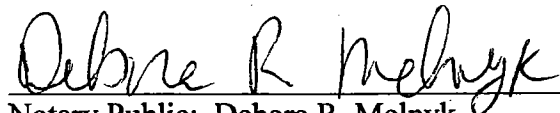
VERIFICATION

Pamela D. Marks, after being duly sworn according to law, deposes and says:

- a) I am an attorney with the applicant law firm Beveridge & Diamond, P.C..
- b) I am familiar with the legal services rendered by Beveridge & Diamond, P.C. as counsel to the Debtor and am thoroughly familiar with the other work performed on behalf of the Debtor by the lawyers and paraprofessionals of Beveridge & Diamond, P.C.
- c) I have reviewed the foregoing Application and the facts set forth therein are true and correct to the best of my knowledge, information and belief. Moreover, I have reviewed the Local Bankruptcy Rules for the District of Delaware, and submit that the Application substantially complies with such rules.

  
Pamela D. Marks

SWORN AND SUBSCRIBED  
before me this 12 day of October, 2012.

  
Notary Public: Debora R. Melnyk  
My Commission Expires: May 27, 2013

IN THE UNITED STATES BANKRUPTCY COURT  
FOR THE DISTRICT OF DELAWARE

In re:	)	Chapter 11
	)	
W.R. GRACE & CO., et al. <sup>1</sup>	)	Case No. 01-01139 (JFK)
	)	Jointly Administered
Debtors.	)	
	)	Objection Date:

FEE DETAIL FOR BEVERIDGE & DIAMOND, P.C.'S  
MONTHLY FEE APPLICATION FOR THE PERIOD  
JULY 1, 2012 THROUGH JULY 31, 2012

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<sup>1</sup> The Debtors consist of the following 62 entities: W.R. Grace & Co. (f/k/a Grace Specialty Chemicals, Inc.), W.R. Grace & Co.-Conn, A-1 Bit & Tool Co., Inc., Alewife Boston Ltd., Alewife Land Corporation, Amicon, Inc., CB Biomedical, Inc. (f/k/a Circe Biomedical, Inc.), CCHP, Inc., Coalgrace, Inc., Coalgrace II, Inc., Creative Food 'N Fun Company, Darex Puerto Rico, Inc., Del Taco Restaurants, Inc., Dewey and Almy, LLC (f/k/a Dewey and Almy Company), Ecarg, Inc., Five Alewife Boston Ltd., G C Limited Partners I, Inc. (f/k/a Grace Cocoa Limited Partners I, Inc.), G C Management, Inc. (f/k/a Grace Cocoa Management, Inc.), GEC Management Corporation, GN Holdings, Inc., GPC Thomasville Corp., Gloucester New Communities Company, Inc., Grace A-B Inc., Grace A-B II Inc., Grace Chemical Company of Cuba, Grace Culinary Systems, Inc., Grace Drilling Company, Grace Energy Corporation, Grace Environmental, Inc., Grace Europe, Inc., Grace H-G Inc., Grace H-G II Inc., Grace Hotel Services Corporation, Grace International Holdings, Inc. (f/k/a Dearborn International Holdings, Inc.), Grace Offshore Company, Grace PAR Corporation, Grace Petroleum Libya Incorporated, Grace Tarpon Investors, Inc., Grace Ventures Corp., Grace Washington, Inc., W.R. Grace Capital Corporation, W.R. Grace Land Corporation, Gracoal, Inc., Gracoal II, Inc., Guanica-Caribe Land Development Corporation, Hanover Square Corporation, Homco International, Inc., Kootenai Development Company, L B Realty, Inc., Litigation Management, Inc. (f/k/a GHSC Holding, Inc., Grace JVH, Inc., Asbestos Management, Inc.), Monolith Enterprises, Incorporated, Monroe Street, Inc., MRA Holdings Corp. (f/k/a Nestor-BNA Holdings Corporation), MRA Intermedco, Inc. (f/k/a Nestor-BNA, Inc.), MRA Staffing Systems, Inc. (f/k/a British Nursing Association, Inc.), Remedium Group, Inc. (f/k/a Environmental Liability Management, Inc.), E&C Liquidating Corp., Emerson & Cuning, Inc.), Southern Oil, Resin & Fiberglass, Inc., Water Street Corporation, Axial Basin Ranch Company, CC Partners (f/k/a Cross Country Staffing), Hayden-Gulch West Coal Company, H-G Coal Company.

# **EXHIBIT A**

**(Horton Iron & Metal)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-015355  
Invoice # 150069  
Federal ID# 52-1247549

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For Legal Services Rendered Through 08/31/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Horton Iron & Metal

08/01/12	R. Brager	L120	1.50	Conference with S. Albert re brief; review next round.
08/01/12	P. Marks	L120	0.70	Address document research follow-up, coordinate with S. Albert re same and email client update re same.
08/01/12	P. Marks	L120	0.40	Telephone conference with client re factual research and email to S. Albert re same.
08/01/12	S. Albert	L120	5.10	Revision of legal analysis and additional research in support of legal analysis and direction from R. Brager re same.
08/01/12	T. Kolkin	L120	0.50	Prepare memorandum re legal analysis.
08/01/12	T. Elsen	L120	0.30	Review documents.
08/02/12	R. Brager	L120	0.50	Review and edit next version of brief and e-mails re same.
08/02/12	P. Marks	L120	2.40	Review and evaluate legal analysis and telephone conferences with S. Albert re same and re document evaluation.

08/02/12	P. Marks	L120	0.70	Prepare memorandum re CERCLA issue.
08/02/12	S. Albert	L120	2.00	Revision of legal analysis and conference with P. Marks re same.
08/02/12	S. Albert	L120	6.50	Review of documents; draft email re same.
08/02/12	T. Kolkin	L120	5.00	Legal research and prepare memorandum re CERCLA issue.
08/03/12	R. Brager	L120	0.60	Review P. Marks edits; telephone conference with P. Marks and S. Albert re brief.
08/03/12	P. Marks	L120	0.80	Complete memorandum to client re research (CERCLA passive disposal).
08/03/12	P. Marks	L120	0.80	Evaluate legal issues and telephone conference with R. Brager and S. Albert re same and brief.
08/03/12	S. Albert	L120	0.60	Preparation for and telephone conference with P. Marks and R. Brager re legal analysis.
08/03/12	T. Kolkin	L120	3.30	Prepare legal memorandum re CERCLA liability issue.
08/04/12	R. Brager	L120	1.00	Review and edit brief and e-mails to P. Marks and S. Albert re same.
08/04/12	P. Marks	L120	0.40	Email exchanges with S. Albert and R. Brager re edits to memorandum.
08/04/12	P. Marks	L120	0.50	Review section of brief and provide comments to S. Albert and R. Brager.
08/04/12	S. Albert	L120	0.40	Revision of legal analysis per P. Marks and R. Brager comments.
08/05/12	R. Brager	L120	1.00	Review and edit next versions of brief and exchange e-mails with P. Marks and S. Albert re same.
08/05/12	S. Albert	L120	0.40	Revision of legal analysis per P. Marks and R. Brager comments; exchange emails re same.
08/06/12	R. Brager	L120	1.00	Review and edit brief and conference with S. Albert re same.
08/06/12	S. Albert	L120	0.80	Revision of legal analysis and strategy memorandum, and conference with R. Brager re same.
08/06/12	T. Elsen	L120	0.30	Prepare exhibits.

08/07/12	R. Brager	L120	0.30	Review and edit strategy memorandum.
08/08/12	R. Brager	L120	1.00	Review next draft of strategy memorandum; exchange e-mails with S. Albert re same; conference with S. Albert re same.
08/08/12	S. Albert	L120	1.30	Revision of strategy memorandum per R. Brager edits and suggestions.
08/09/12	R. Brager	L120	4.00	Review materials to prepare for client meeting; attend meeting; review, revise and edit strategy memorandum.
08/09/12	S. Albert	L120	5.50	Meeting with R. Brager, H. Feichko, and L. Duff; revision of legal analysis and strategy memo; review of documents.
08/09/12	T. Elsen	L120	3.00	Prepare exhibits, document review.
08/10/12	S. Albert	L120	1.50	Exchange emails re revised strategy memorandum; preparation of legal analysis and exhibits and exchange emails re same.
08/10/12	T. Elsen	L120	1.30	Prepare and distribute exhibits.
08/13/12	R. Brager	L120	0.50	E-mails and telephone conference with S. Albert.
08/13/12	S. Albert	L120	6.50	Review of motions and preparation of chart and conference with R. Brager re same.
08/14/12	R. Brager	L120	1.00	Review spreadsheet from S. Albert; telephone conference with S. Albert re same and issues, telephone conference with L. Duff re same, and exchange e-mails re same.
08/14/12	S. Albert	L120	0.30	Send email to H. Feichko re document; telephone conference with R. Brager re motions analysis.
08/15/12	R. Brager	L120	3.00	Conference re additional steps issues.
08/15/12	S. Albert	L120	4.00	Strategy meeting with R. Brager, L. Duff, and H. Feichko re legal analysis; follow-up work related to meeting.
08/15/12	D. Paul	L120	0.40	Update index.
08/16/12	R. Brager	L120	0.30	Review S. Albert edits and conference with S. Albert re same.

08/16/12	S. Albert	L120	2.30	Revision of legal analysis re legal issue; review documents re same and conference with R. Brager re same.
08/16/12	D. Paul	L120	0.30	Update index and circulate to team.
08/17/12	R. Brager	L120	0.70	Telephone conference re brief.
08/17/12	S. Albert	L120	0.90	Telephone conference with R. Brager, L. Duff, re legal analysis and revisions, and send R. Brager email re same.
08/21/12	S. Albert	L120	0.30	Exchange emails re FOIA issue.
08/22/12	R. Brager	L120	0.70	Strategy conference with P. Marks and S. Albert, and conference with R. Finke.
08/22/12	P. Marks	L120	0.30	Conference with R. Brager and S. Albert re FOIA follow-up and re follow-up to client meeting.
08/22/12	P. Marks	L120	0.10	Conference with S. Albert re legal analysis and her email to client re same.
08/22/12	P. Marks	L120	0.30	Review emails and correspondence.
08/22/12	P. Marks	L120	0.50	Telephone conference with L. Duff re strategic issues and clarification of procedural issue, and telephone conference with R. Brager re same.
08/22/12	S. Albert	L120	1.20	Draft email to Grace; conferences with R. Brager and P. Marks re public records request and other issues.
08/23/12	P. Marks	L120	0.20	Review correspondence.
08/24/12	R. Brager	L120	1.00	Review brief and conference with S. Albert and P. Marks re same.
08/24/12	P. Marks	L120	1.30	Review and evaluate revised legal analysis and conference with R. Brager and S. Albert re same.
08/24/12	P. Marks	L120	0.70	Telephone conference with L. Duff re legal analysis.
08/24/12	S. Albert	L120	1.00	Review edits to legal analysis; telephone conference with R. Brager and P. Marks re same.
08/27/12	R. Brager	L120	1.80	Team telephone conference re brief.

08/27/12	P. Marks	L120	0.30	Telephone conference with H. Feichko re issues to discuss on team call.
08/27/12	P. Marks	L120	1.80	Participate in call with Grace counsel team re Settlement Agreement legal evaluation and brief post-meeting distribution of tasks among R. Brager, S. Albert and me.
08/27/12	S. Albert	L120	1.80	Telephone conference with client, R. Brager, P. Marks and others re legal analysis.
08/28/12	P. Marks	L120	0.20	Coordination with team re revisions to analysis.
08/28/12	S. Albert	L120	1.20	Revision of legal analysis, including responding to suggested edits by Grace.
08/29/12	R. Brager	L120	0.30	Conference with S. Albert re brief.
08/29/12	P. Marks	L120	0.50	Coordinate with S. Albert re revising analysis and telephone conference with L. Duff re same.
08/29/12	S. Albert	L120	3.30	Revision of legal analysis, coordinate with R. Brager and P. Marks re same, and integration of edits to legal analysis.
08/30/12	R. Brager	L120	2.80	Review and edit brief, e-mail to P. Marks and S. Albert re same and conference with P. Marks and S. Albert.
08/30/12	P. Marks	L120	1.60	Review and evaluate legal analysis and conference with S. Albert and R. Brager re same and telephone conference with L. Duff re same.
08/30/12	S. Albert	L120	2.20	Revise brief, and conferences with R. Brager and P. Marks re same.
08/30/12	D. Paul	L120	0.50	Telephone conferences and follow-up email communications re FOIA requests.
08/31/12	R. Brager	L120	0.50	Exchange e-mails re brief; get materials for Tuesday trip to Denver; exchange e-mails re Denver meeting.
08/31/12	P. Marks	L120	1.30	Oversee document completion, review draft and prepare transmittal email re same; follow-up coordination with counsel re scheduling.

Total Hours :

103.30

Total Fees : \$42,732.16

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
R. Brager	23.50	\$657.80	\$15,458.30
P. Marks	15.80	\$469.20	\$7,413.36
S. Albert	49.10	\$349.60	\$17,165.36
T. Kolkin	8.80	\$202.40	\$1,781.12
D. Paul	1.20	\$179.40	\$215.28
T. Elsen	4.90	\$142.60	\$698.74
Total Fees :			\$42,732.16
Total Fees:			\$42,732.16

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L120	103.30	\$42,732.16
Total L100	103.30	\$42,732.16
Total Fees :		103.30 \$42,732.16

Summary by Disbursement Codes :

	Bill Amount
E101 Copying	\$0.40
E110 Out-of-town Travel	\$23.00

E111	Meals	\$160.04
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Total Disbursements :	\$183.44
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TOTAL DUE :	\$42,915.60
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# **EXHIBIT B**

**(IRIS)**

**LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300**

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-015172  
Invoice # 150068  
Federal ID# 52-1247549

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For Legal Services Rendered Through 08/31/12 in Connection With:

**PLEASE REMIT PAYMENT TO :** BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

**IRIS**

08/01/12	K. Bourdeau	C300	0.80	Conference with P. Marks re various action items, path forward; follow up communications re same.
08/01/12	P. Marks	C300	0.40	Telephone conference with L. Duff re progress on tasks and planning for next steps.
08/01/12	P. Marks	C300	1.30	Telephone conference with H. Feichko and R. Finke re research issue and follow-up evaluation and direct J. Lanham re same. (Research re endpoint guidance and other issues).
08/01/12	P. Marks	C300	0.40	Telephone conference with K. Bourdeau re tasks.
08/01/12	E. Wolk	C300	0.30	Monitoring.
08/02/12	K. Bourdeau	C300	0.80	Research legal issue; communications with P. Marks; conference with P. Marks re action items.
08/02/12	P. Marks	C300	0.20	Conference with J. Lanham re research tasks re federal guidance.
08/02/12	P. Marks	C300	0.20	Direct staff re updating document notebook.

08/02/12	P. Marks	C300	0.20	Telephone conference with K. Bourdeau re tasks.
08/02/12	J. Lanham	C300	3.00	Document research and evaluation.
08/03/12	P. Marks	C300	3.90	Review guidance documents and prepare summary re findings.
08/03/12	P. Marks	C300	2.00	Evaluate consultant's slide presentation and telephone conference with L. Duff, H. Feichko and consultant re meeting preparation.
08/03/12	E. Wolk	C300	0.30	Monitoring.
08/04/12	P. Marks	C300	0.80	Prepare email summary of research results and provide to client with primary research sources.
08/04/12	P. Marks	C300	0.90	Summarize review of EPA Guidance and emails re same.
08/05/12	K. Bourdeau	C300	0.80	Review P. Marks e-mail; e-mail to P. Marks; e-mail to E. Wolk re schedule.
08/09/12	K. Bourdeau	C300	0.80	Participate in Grace team conference call.
08/10/12	E. Wolk	C300	0.30	Monitoring.
08/11/12	K. Bourdeau	C300	1.50	Evaluate arguments to be made in IQA submission to EPA; work on outline of submission.
08/12/12	K. Bourdeau	C300	2.50	Work on outline of IQA arguments; review background materials re same.
08/13/12	K. Bourdeau	C300	1.50	Work on (IQA) outline.
08/14/12	K. Bourdeau	C300	1.00	Finalize and transmit draft IQA submission outline.
08/16/12	J. Lanham	C300	0.50	Document research.
08/17/12	K. Bourdeau	C300	0.80	Participate in Grace strategy call re data.
08/17/12	E. Wolk	C300	0.30	Monitoring.
08/20/12	P. Marks	C300	0.30	Send email to consultant re clarification on data research.
08/20/12	P. Marks	C300	0.50	Review argument development status and conference with L. Duff re same.
08/20/12	P. Marks	C300	0.50	Telephone conference with L. Duff re data issue and tasks.

08/21/12	K. Bourdeau	C300	0.50	Conference with P. Marks re status, path forward.
08/21/12	P. Marks	C300	0.50	Telephone conference with K. Bourdeau to coordinate on recent developments and tasks.
08/22/12	P. Marks	C300	0.20	Prepare email to L. Duff.
08/22/12	P. Marks	C300	0.30	Telephone conference with L. Duff re strategic question.
08/22/12	P. Marks	C300	0.80	Follow-up telephone conference with S. Herman.
08/23/12	P. Marks	C300	1.40	Coordinate with H. Feichko in preparation for and conduct weekly update call.
08/23/12	J. Lanham	C300	0.50	Document research.
08/24/12	K. Bourdeau	C300	0.30	Communications with P. Marks re recent developments, action items, path forward.
08/24/12	P. Marks	C300	0.30	Telephone conference with K. Bourdeau re tasks and strategy.
08/24/12	P. Marks	C300	1.60	Review status of process and prepare information for client re same and meeting preparation.
08/24/12	E. Wolk	C300	0.30	Monitoring.
08/27/12	K. Bourdeau	C300	0.50	Review and forward to Grace team notice of meeting; e-mail communications re same.
08/27/12	P. Marks	C300	3.20	Prepare summary of statements and transcript excerpts for client.
08/27/12	J. Lanham	C300	0.50	Document research.
08/27/12	E. Wolk	C300	0.30	Monitoring.
08/28/12	P. Marks	C300	0.30	Review materials and direct J. Lanham re document research tasks.
08/28/12	P. Marks	C300	4.10	Evaluation of issues and memorandum preparation re same.
08/28/12	P. Marks	C300	0.50	Direct D. Paul re transcript follow-up, review materials re same, and contact consultants to review transcripts portions.
08/28/12	J. Lanham	C300	1.70	Document research and evaluation.

08/28/12	D. Paul	C300	0.80	Photocopy transcripts for P. Marks review; search for hard copies of revised transcripts.
08/29/12	K. Bourdeau	C300	1.50	Review, analyze, and prepare notes re presentation planning; prepare detailed e-mail to P. Marks.
08/29/12	P. Marks	C300	3.40	Prepare memorandum re evaluation of information and complete transcript assessment re same.
08/29/12	P. Marks	C300	0.30	Telephone conference with J. Flynn re transcripts.
08/29/12	J. Lanham	C300	4.00	Research and evaluate EPA policies.
08/29/12	D. Paul	C300	0.50	Address court reporter invoice issues.
08/29/12	E. Wolk	C300	0.30	Monitoring.
08/30/12	K. Bourdeau	C300	1.50	Participate in Grace strategy call; e-mail communications with P. Marks re action items, path forward.
08/30/12	P. Marks	C300	1.80	Telephone conference with L. Duff re tasks and conference call agenda, and prepare for and conduct telephone conference with team (weekly update call) and prepare follow-up notes for counsel re same.
08/30/12	P. Marks	C300	3.10	Prepare detailed presentation outline.
08/30/12	P. Marks	C300	0.20	Evaluate and direct D. Paul re transcript and memorandum review.
08/30/12	D. Paul	C300	0.40	Address court reporter invoice issues.
08/30/12	D. Paul	C300	0.40	Proofread citations for P. Marks.
08/31/12	P. Marks	C300	7.20	Prepare detailed presentation overview.
08/31/12	D. Paul	C300	1.00	Compile corrections to transcripts and corrected transcripts to quality check final transcripts.
08/31/12	E. Wolk	C300	0.30	Monitoring.

Total Hours : 71.30

Total Fees : \$32,962.22

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
K. Bourdeau	14.80	\$657.80	\$9,735.44
P. Marks	40.80	\$469.20	\$19,143.36
J. Lanham	10.20	\$303.60	\$3,096.72
D. Paul	3.10	\$179.40	\$556.14
E. Wolk	2.40	\$179.40	\$430.56
Total Fees :			\$32,962.22

Total Fees: \$32,962.22

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	71.30	\$32,962.22
Total	71.30	\$32,962.22
Total Fees :		71.30 \$32,962.22

Summary by Disbursement Codes :

	Bill Amount
E105 Telephone	\$42.19
Total Disbursements :	\$42.19
TOTAL DUE :	\$33,004.41

**EXHIBIT C**

**(Trivalent Chromium)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co.  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-014988  
Invoice # 150067  
Federal ID# 52-1247549

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For Legal Services Rendered Through 08/31/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Trivalent Chromium

08/01/12	P. Marks	C300	1.60	Prepare petition and telephone conference with L. Duff re same.
08/01/12	P. Marks	C300	0.20	Telephone conference with State re petition.
08/01/12	L. Selba	C300	3.00	Prepare petition.
08/02/12	P. Marks	C300	1.00	Manage paralegal and secretarial tasks re petition finalization and coordinate with L. Selba as necessary re same.
08/02/12	L. Selba	C300	1.00	Prepare petition and communications with B&D team re same.
08/02/12	D. Paul	C300	4.30	Prepare attachments; review and revise attachments and references; prepare hard copies and electronic versions of attachments to submit with petition; conference with attorney team re legal citations and quality check revisions; prepare labels for electronic media; prepare dvd copies of references and finalize petition for filing.
08/03/12	P. Marks	C300	1.00	Direct D. Paul re references and attachments and complete petition.

08/03/12	L. Selba	C300	0.30	Communications with B&D team re preparation of petition.
08/03/12	D. Paul	C300	5.30	Review and revise petition; conduct research to gather additional Federal Register notices; prepare additional exhibits; prepare electronic copies of submissions; finalize and send to vendor for printing and binding.
08/04/12	P. Marks	C300	0.40	Address whether to include raw material specification sheet as attachment to petition, and direct L. Selba re finalization.
08/06/12	L. Selba	C300	1.50	Finalize petition, and prepare cover letters re same.
08/28/12	P. Marks	C300	0.90	Telephone conference with MDE re status and petition issues, coordination and follow-up email to client re same.

Total Hours : 20.50

Total Fees : \$5,609.24

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	5.10	\$469.20	\$2,392.92
L. Selba	5.80	\$257.60	\$1,494.08
D. Paul	9.60	\$179.40	\$1,722.24
Total Fees :			\$5,609.24
Total Fees:			\$5,609.24

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	20.50	\$5,609.24
Total	20.50	\$5,609.24
Total Fees :		20.50 \$5,609.24

Summary by Disbursement Codes :

	Bill Amount
002 Postage	\$6.91
004 Duplicating	\$27.60
005 Messenger Service	\$8.53
007 Express Delivery	\$3.10
Total Disbursements :	\$46.14
TOTAL DUE :	\$5,655.38

# **EXHIBIT D**

**(Bankruptcy Fee Application)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 2210  
201 NORTH CHARLES STREET  
BALTIMORE, MD 21201-4150  
(410) 230-1300

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-012629  
Invoice # 150065  
Federal ID# 52-1247549

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For Legal Services Rendered Through 08/31/12 in Connection With:

PLEASE REMIT PAYMENT TO : BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON, D.C. 20005-3311

Bankruptcy Fee Application  
100035

08/01/12	D. Paul	L190	1.10	Prepare letter to auditor re report.
08/02/12	P. Marks	L190	1.20	Prepare response to report.
08/03/12	P. Marks	L190	0.20	Finalize correspondence.
08/03/12	D. Paul	L190	0.50	Finalize response; create pdf versions of same and circulate for filing.
08/23/12	P. Marks	L190	0.60	Address billing and fee application issues.

Total Hours : 3.60

Total Fees : \$1,225.44

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
P. Marks	2.00	\$469.20	\$938.40
D. Paul	1.60	\$179.40	\$287.04
Total Fees :			\$1,225.44
Total Fees:			\$1,225.44

Summary by Task Codes :

CODE	Hours	Bill Amount
L100		
L190	3.60	\$1,225.44
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Total L100	3.60	\$1,225.44
Total Fees :		3.60 \$1,225.44

Summary by Disbursement Codes :

TOTAL DUE : \$1,225.44

# **EXHIBIT E**

**(Curtis Bay Permitting)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-014558  
Invoice # 150066  
Federal ID# 52-1247549

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For Legal Services Rendered Through 08/31/12 in Connection With:

Curtis Bay Permitting  
100047

08/24/12	P. Marks	C300	1.10	Telephone conference with L. Duff and follow-up research re EPA enforcement policies.
08/27/12	R. Davis	C300	1.50	Call with P. Marks; obtain and provide related EPA guidance materials.
08/27/12	P. Marks	C300	1.30	Research and evaluate non-compliance policies and telephone conference with R. Davis re same.
08/29/12	P. Marks	C300	0.40	Telephone conferences with L. Duff re evaluation of enforcement policies, and MDE meeting.

Total Hours : 4.30  
Total Fees : \$2,134.86

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
R. Davis	1.50	\$547.40	\$821.10
P. Marks	2.80	\$469.20	\$1,313.76
Total Fees :			\$2,134.86

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	4.30	\$2,134.86
Total	4.30	\$2,134.86
Total Fees :		4.30 \$2,134.86

Summary by Disbursement Codes :

TOTAL DUE : \$2,134.86

# **EXHIBIT F**

**(General Regulatory/Compliance Issues)**

LAW OFFICES  
BEVERIDGE & DIAMOND, P.C.  
SUITE 700  
1350 I STREET, N.W.  
WASHINGTON D.C. 20005-3311  
(202) 789-6000

W. R. Grace & Co. - Conn  
Attn: Lydia B. Duff, Esq.  
7500 Grace Drive  
Columbia, MD 21044

September 25, 2012  
Client/Matter # 01246-012100  
Invoice # 150064  
Federal ID# 52-1247549

For Legal Services Rendered Through 08/31/12 in Connection With:

General Regulatory/Compliance Issues  
100042

08/15/12	M. Duvall	C300	1.40	Review treated article and related issues; telephone conference with H. Feichko, L. Duff, and D. Curreri re same; internal correspondence with K. Szmuszkowicz re same.
08/22/12	M. Duvall	C300	1.30	Evaluate pre-blend issue and discuss with K. Szmuszkowicz. (Note: no charge for K. Szmuszkowicz time).
08/24/12	M. Duvall	C300	0.50	Telephone conference with R. Perlis and C. Kaczmarek (EPA office of General Counsel) re treated article issue; send email to H. Feichko, L. Duff, and others re same.
08/28/12	M. Duvall	C300	0.20	Respond to EPA attorney re treated article interpretation request.
08/29/12	M. Duvall	C300	0.30	Provide additional information to EPA attorney regarding treated article inquiry.

Total Hours : 3.70

Total Fees : \$1,872.20

Time Summary :

	Hours Worked	Billed Per Hour	Bill Amount
M. Duvall	3.70	\$506.00	\$1,872.20
Total Fees :			\$1,872.20

Summary by Task Codes :

CODE	Hours	Bill Amount
C300	3.70	\$1,872.20
Total	3.70	\$1,872.20
Total Fees :		3.70 \$1,872.20

Summary by Disbursement Codes :

	Bill Amount
003 Long Distance Telephone	\$7.30
Total Disbursements :	\$7.30

TOTAL DUE : \$1,879.50